



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JULY 3, 2001

6171-464-2

C T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704

RE DOMINION RETAIL, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

File Number 6171-464-2

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2001-07-18 10:00:54  
Sec.



# State of Illinois Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF DOMINION RETAIL, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 3RD day of JULY A.D. 2001 and of the Independence of the United States the two hundred and 25TH



*Jesse White*

Secretary of State

BOX 170

Form **BCA-13.15**  
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

**FILED**

JUL 3 - 2001

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 07/03/01  
License Fee \$ \_\_\_\_\_  
Franchise Tax \$ 82.58  
Filing Fee \$ 75.00  
Penalties \$ \_\_\_\_\_  
Approved: \$ 157.58  
*M*

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: Dominion Retail, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

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(b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: 01/30/1997

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: \_\_\_\_\_ (b) Address of principal office in Illinois: \_\_\_\_\_  
(If none, so state)

Dominion Tower, 625 Liberty Ave., 7th Floor,  
Pittsburgh, PA 15222

None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T CORPORATION SYSTEM  
First Name Middle Name Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street  
Number Street Suite #

Chicago 60604 Cook  
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
DE, CT, ME, MD, MA, NJ, NY, NC, OH, PA, RI, VA, WV

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President <u>SEE ATTACHMENT</u>				
Secretary				
Director				
Director				
Director				

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in the business of selling natural gas and electricity to retail customers under utility retail choice programs

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	n/a	\$10,000.00	5,000	600

9. Paid-in Capital: \$ 6,000,000.00  
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 3,646,000.00
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 537,396,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 4,784,000.00

11. Interrogatories: (Important – this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: SEE ATTACHMENT
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 600
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated June 29, 2001 Dominion Retail, Inc.  
(Month & Day) (Year) (Exact Name of Corporation)

attested by Earl J. Marks III (Signature of Secretary or Assistant Secretary)  
Earl J. Marks, III, Asst. Secretary (Type or Print Name and Title)

by G. Scott Hetzer, Sr. (Signature of President or Vice President)  
G. Scott Hetzer, Sr. Vice President & Treasurer (Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

## Directors and Officers

**Dominion Retail, Inc.**

<u>Director</u>	<u>Title</u>
Thomas F. Farrell, II	Director
<u>Officer</u>	<u>Title</u>
Thomas F. Farrell, II	Chief Executive Officer
James P. O'Hanlon	President and Chief Operating Officer
G. Scott Hetzer	Senior Vice President and Treasurer
Philip E. Riley, Jr.	Senior Vice President and General Manager
John A. Shaw	Senior Vice President - Financial Management
Tru Dee Jo Bamberg	Vice President - Marketing
Thomas E. Dodd	Vice President - Operations
Patricia A. Wilkerson	Vice President and Secretary

<u>Appointed Officers</u>	<u>Title</u>
James P. Carney	Assistant Treasurer
Gary A. Jeffries	Assistant Secretary
E. J. Marks, III	Assistant Secretary
Henry C. Riely	Assistant Secretary

Thomas F. Farrell, II

Residence: 9019 Norwick Road  
Richmond, VA 23229

James P. O'Hanlon

Residence: 5968 Old Greenway Drive  
Glen Allen, VA 23059

G. Scott Hetzer

Residence: 118 Paxton Road  
Richmond, VA 23226

Philip E. Riley, Jr.

Residence: 12 Point of View  
Bridgeport, WV 26330

John A. Shaw

Residence: 9111 Carterham Road  
Richmond, VA 23229

Tru Dee Jo Bamberg

Residence: 410 Worthington Drive  
Mars, PA 16046

Thomas E. Dodd

Residence: 161 Walnut Ridge Drive  
Beaver Falls, PA 15010

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Directors and Officers

Patricia A. Wilkerson

Residence: 4112 Monument Avenue  
Richmond, VA 23230

James P. Carney

Residence: 2530 Swanhurst  
Midlothian, VA 23113

E. J. Marks, III

Residence: 530 Navato Place  
Pittsburgh, PA 15228

Henry C. Riely

Residence: 4307 Kensington Avenue  
Richmond, VA 23221

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EOA 111

Attachment to Illinois  
Application for Certificate of Authority to Transact Business in Illinois  
**Illinois Offices for Contract Forwarding**

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1. Full Address: 625 Liberty Avenue, Pittsburgh, PA 15222

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**BOX 170**